



BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

April 2, 1998

Mr. Thomas A. Plant
Vice President and Assistant General Counsel
National City Corporation Law Department
1 Cascade Plaza
Akron, OH 44308

Dear Mr. Plant:

Acting pursuant to authority delegated by the Board of Governors, and having considered the record of this notice in the light of the relevant statutory factors, I have approved the notice filed by National City Corporation, Cleveland, Ohio ("National City"), under section 4(j)(5)(B) of the Bank Holding Company Act ("BHC Act"), to acquire (1) Sterling Ltd. Co. and Sterling Management Co., both of Pepper Pike, Ohio, and thereby engage in investment advisory activities; and (2) SLC Capital, Inc., Pepper Pike, Ohio ("SLC"), and thereby serve as the general partner and manager of private investment limited partnerships and limited liability companies (the "Funds"), respectively. The Board has determined that the proposed investment advisory activities are closely related to banking under section 225.28(b)(6) of the Board's Regulation Y, 12 C.F.R. 225.28(b)(6).

SLC will provide the Funds with certain administrative and recordkeeping services and, as general partner or manager, will invest the monies of the Funds in debt and equity securities. SLC also will privately place interests in the Funds with investors. The Board has previously determined that the proposed activities of SLC are closely related to banking.^{1/} National City has committed to conduct the proposed activities of SLC in accordance with the limitations contained in the BHC Act and in previous Board decisions.

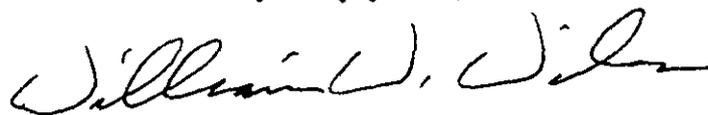
^{1/} See Dresdner Bank AG, 84 Federal Reserve Bulletin ___ (1998); The Bessemer Group, 82 Federal Reserve Bulletin 569 (1996); Meridian Bancorp, Inc., 80 Federal Reserve Bulletin 736 (1994).

National City has certified that all the criteria set forth in section 4(j)(4) of the BHC Act are met and has filed the information required under that section. Based on all the facts of record, including relevant examination, financial and other reports maintained by the Federal Reserve System, I do not object to the consummation of the proposal at this time. In making this determination, I have relied on all the representations and commitments made by National City in connection with this proposal. The representations and commitments are conditions imposed in writing in connection with the findings and decision herein and, as such, may be enforced under the provisions of applicable law. As provided in section 4(j)(4)(C)(i) of the BHC Act, this determination is subject to all the restrictions, terms and conditions imposed by the Board on investment advisory and general partner activities of bank holding companies.

Approval of this notice is subject to the Board's authority to require reports by, and make examinations of, bank holding companies and their subsidiaries, and to require such modification or termination of activities of a bank holding company or any of its subsidiaries as the Board finds necessary to assure compliance with the BHC Act, and the Board's regulations and orders issued thereunder.

The transaction should be consummated within three months after the date of this letter, unless such period is extended by the Federal Reserve Bank of Cleveland (the "Reserve Bank"). Advice of the fact of consummation should be given in writing to the Reserve Bank.

Very truly yours,

A handwritten signature in cursive script, appearing to read "William W. Wiles".

William W. Wiles
Secretary of the Board

cc: Federal Reserve Bank of Cleveland
Department of Justice